

**DECLARATION FOR PATENT APPLICATION
AND POWER OF ATTORNEY**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below adjacent to my name.

I believe I am the original, first and sole inventor of subject matter (process, machine, manufacture, or composition of matter, or an improvement thereof) which is claimed and for which a patent is sought by way of the application entitled

Permanent Readout Superconducting Qubit

which (check) is attached hereto.
 and is amended by the Preliminary Amendment attached hereto.
 was filed on December 1, 1999 as Application Serial No. 09/452,749
 and was amended on ____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information, which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith:

Alan H. MacPherson (24,423); Brian D. Ogonowsky (31,988); David W. Heid (25,875); Norman R. Klivans (33,003); Edward C. Kwok (33,938); David E. Steuber (25,557); Michael Shenker (34,250); Stephen A. Terrile (32,946); Peter H. Kang (40,350); Ronald J. Meetin (29,089); Ken John Koestner (33,004); Omkar K. Suryadevara (36,320); David T. Millers (37,396); Kent B. Chambers (38,839); Michael P. Adams (34,763); Robert B. Morrill (43,817); Michael J. Halbert (40,633); Gary J. Edwards (41,008); William B. Tiffany (41,347); James E. Parsons (34,691); Daniel P. Stewart (41,332); Philip W. Woo (39,880); John T. Winburn (26,822); Tom Chen (42,406); Fabio E. Marino (43,339); William W. Holloway (26,182); Don C. Lawrence (31,975); Marc R. Ascolese (42,268); Carmen C. Cook (42,433); David G. Dolezal (41,711); Roberta P. Saxon (43,087); Bernice Chen (42,403); Mary Jo Bertani (42,321); Dale R. Cook (42,434); Sam G. Campbell (42,381); Matthew J. Brigham (44,047); Hugh H. Matsubayashi (43,779); Margaret M. Kelton (44,182); Joseph T. VanLeeuwen (44,383); Patrick D. Benedicto (40,909); T.J. Singh (39,535); Shireen Irani Bacon (40,494); Rory G. Bens (44,028); George Wolken, Jr. (30,441); John A. Odozynski (28,769); Cameron K. Kerrigan (44,826); Barmak S. Sani (45,068); Kenneth C. Brooks (38,393); Paul E. Lewkowicz (Reg. No. 44,870); and Theodore P. Lopez (44,881).

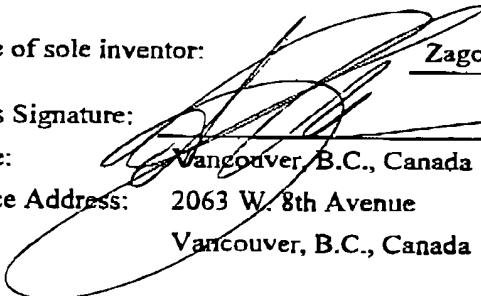
Please address all correspondence and telephone calls to:

David T. Millers
Attorney for Applicant(s)
SKJERVEN, MORRILL, MacPHERSON, FRANKLIN & FRIEL LLP
25 Metro Drive, Suite 700
San Jose, California 95110-1349

Telephone: 408-453-9200
Facsimile: 408-453-7979

I declare that all statements made herein of my own knowledge are true, all statements made herein on information and belief are believed to be true, and all statements made herein are made with the knowledge that whocver, in any matter within the jurisdiction of the Patent and Trademark Office, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry, shall be subject to the penalties including fine or imprisonment or both as set forth under 18 U.S.C. 1001, and that violations of this paragraph may jeopardize the validity of the application or this document, or the validity or enforceability of any patent, trademark registration, or certificate resulting therefrom.

Full name of sole inventor:

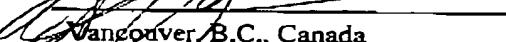
 Zagorskin, Alexandre M.

Inventor's Signature:

Date:

 5 Jan 2000

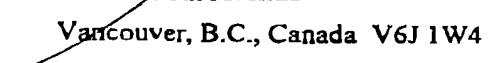
Residence:

 Vancouver, B.C., Canada

Post Office Address:

2063 W. 8th Avenue

Citizenship: Ukrainian

 Vancouver, B.C., Canada V6J 1W4

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Zagorskin, Alexandre
Assignee: D-Wave Systems Inc.
Title: PERMANENT READOUT SUPERCONDUCTING QUBIT
Serial No.: 09/452,749 Filed: December 1, 1999
Examiner: To Be Assigned Group Art Unit: Unknown
Docket No.: M-7971 US

~~RECEIVED~~

ASSISTANT COMMISSIONER FOR PATENTS
Washington, D. C. 20231

RECEIVED
JULY 26 2001
TECHNOLOGY CENTER 2900

**VERIFIED STATEMENT CLAIMING SMALL ENTITY STATUS
(37 CFR 1.9(F) & 1.27(C)) -- SMALL BUSINESS CONCERN**

Dear Sir:

I declare that I am an official empowered to act on behalf of the concern identified above as assignee.

Exclusive rights to the above invention as described in

the specification filed herewith,
 U.S. patent application Serial No. 09/452,749, filed on December 1, 1999

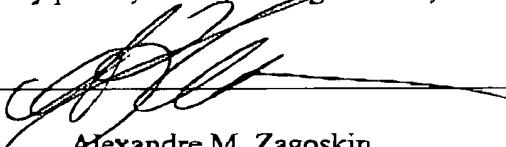
have been conveyed to and remain with the above concern.

For purposes of paying reduced fees under Section 41 of Title 35 of the United States Code with regard to this invention, I declare that the above concern qualifies as a small business concern as defined in 37 CFR 1.9(d) and 13 CFR 121, and more particularly 13 CFR 121.802, namely, (a) the concern's number of employees, including those of its affiliates, does not exceed 500 persons, and (b) the concern has not assigned, granted, conveyed, or licensed, and is under no obligation to assign, grant, convey, or license, any rights in the invention to any person who made it and could not be classified as an independent inventor under 37 CFR 1.9(c), or to any concern which would not qualify as a nonprofit organization under 37 CFR 1.9(e) or a small business concern under 37 CFR 121.802.

LAW OFFICES OF
SKJERVEN, MORRILL
MACPHERSON, FRANKLIN
& FUHL LLP
25 METRO DRIVE
SUITE 700
SAN JOSE, CA 95110
(408) 451-9200
FAX (408) 451-7979

I acknowledge my duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate per 37 CFR 1.28(b).

I declare that all statements made herein of my own knowledge are true, all statements made herein on information and belief are believed to be true, and all statements made herein are made with the knowledge that whoever, in any matter within the jurisdiction of the Patent and Trademark Office, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry, shall be subject to the penalties including fine or imprisonment or both as set forth under 18 U.S.C. 1001, and that violations of this paragraph may jeopardize the validity of the application or this document, or the validity or enforceability of any patent, trademark registration, or certificate resulting therefrom.

Signature: 

Date: 06 Jan 2000

Official's Name: Alexandre M. Zagoskin

Official's Title: VP Research

Concern's Name: D-Wave Systems Inc.

Concern's Address: 119-1600 W. 6th Avenue

Vancouver, B.C., V6J 1R3 Canada

LAW OFFICES OF
SKJERVEN, MORRILL
MC-PHERSON, FRANKLIN
& FRIEL LLP

25 METRO DRIVE
SUITE 700
SAN JOSE, CA 95110
(408) 455-7900
FAX (408) 455-7979

577694 v1

- 2 -

SER. NO. 09/452,749